

successfully really do not. XO has an extensive network of its own including “1.16 million metro fiber miles 40 major US cities, including the largest 30 cities in the United States,” *see* Exhibit 13 at p.7, and more 2,300 buildings on net. *Id.* at p. 4. XO, therefore, has the same ability as the many other carriers described above to fill in the gaps where it needs to with facilities from the many alternative providers of access services or purchase Special Access from Verizon. And Cbeyond, NuVox, and McLeod, who are largely inactive in Verizon’s serving territory, *see* Verses/Lataille/Jordan/Reney Decl. at Exs. 10A-10D, are really no different than **[CLEC PROPRIETARY BEGINS]**

**[CLEC PROPRIETARY ENDS]** and Telepacific. They seek to serve many of the same types of customers, in many of the same areas that **[CLEC PROPRIETARY BEGINS]** **[CLEC PROPRIETARY ENDS]** and Telepacific are serving without UNEs.

25. Finally, as Ms. Jordan explains, *see* Verses/Lataille/Jordan/Reney Decl. ¶ 49, the Special Access data we analyzed included only our carrier customers’ use of Special Access (DS-1s, DS-3s and some SONET level service) to reach end user customers. That is, each circuit studied and mapped represents a carrier’s use of Verizon’s Special Access to connect directly to a business end user’s premise. *Id.* The majority of these circuits are DS-1 loops. Verses/Lataille/Jordan/Reney Decl. at Exs. 7A-7B. The data, therefore, does not include circuits where an alternative provider purchased a DS-3 circuit that it then channelized to DS-1s to reach multiple customers, although that is what alternative providers typically do. Our data also does not capture instances where alternative providers purchased Verizon’s Special Access transport facilities and then self-provisioned or leased from alternative providers the loop facilities

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to reach the customer's premises. *Id.* Therefore, even this data vastly understates the extent to which alternative providers are successfully using Verizon's Special Access services to compete for business end users of all sizes.

26. In sum, alternative providers have made facility build versus buy decisions consistent with their own unique business plans – deploying their own network facilities in some cases while leasing facilities from alternative providers or using Verizon Special Access services in others.

## **II. The Effect of This Competition In the High-Capacity Market.**

### **A. Dramatic Change In The Way Customers Do Business.**

27. Not surprisingly, this extensive competition in the market for high-capacity services has changed dramatically the way our wholesale customers do business with Verizon. With the explosion of alternative providers in the high-capacity market, Verizon faces tremendous competition in our efforts to keep our wholesale customers on our local networks.

28. Other carriers that have been building and extending the reach of their facilities deeper and deeper into our local networks, including our largest Special Access customers like **[CLEC PROPRIETARY BEGINS]** **[CLEC PROPRIETARY ENDS]**, are increasingly migrating off of our network to their own network facilities. AT&T and MCI purchased the two largest competitive access providers, TCG and MFS, in order to expand the reach of their own facilities, and they also provide wholesale high-capacity services. Our customers often tell us that they are comparing our Special Access prices to those of other wholesalers, including traditional long distance carriers such as AT&T, cable companies such as Cox, Comcast or

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Cablevision (Lightpath), utilities, and the many other alternative providers described above.

29. Some carriers like Level 3 and Time Warner, have stated explicitly that they would rather build their own network facilities whenever possible. That is, these carriers tell us that if their costs to build the facilities are in the range of what they would have to pay to lease the facilities from Verizon, they will build the facilities themselves. The message is clear: if we cannot provide competitive pricing, we will lose Level 3's business. To this point, Level 3, in fact, has told us that right now we receive only about **[CLEC PROPRIETARY BEGINS]** **[CLEC PROPRIETARY ENDS]** percent of their business for high-capacity service.

30. Even alternative providers like PaeTec, ICG, and Telepacific who have not extensively deployed their own facilities have made it clear that they have many choices in obtaining local access services from other wholesale access providers.

31. All of this competition in the high-capacity market has sharpened our focus on Verizon's network service quality and reliability. Increasingly we find ourselves in intense competition for an ever more divided market. Even after a business end user selects a provider, there is intense competition among wholesale providers to provide the high-capacity facilities the selected provider may need to fill in its network to serve its business end user. In this scenario, Verizon vies with other wholesale providers and may provide just a small slice of the wholesale business that the selected provider needs to serve its business end user customer.

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**B. Competition is Driving Market-Based Pricing.**

32. Verizon has been able to respond to customer requests for competitive pricing for Special Access services in two ways – one through volume and term discounts available in Verizon’s interstate access tariffs, and two through contract tariffs Verizon has offered to customers in areas where Verizon has obtained pricing flexibility. Given the intense competition for high-capacity services, both are critical to Verizon’s ability to compete in the wholesale market.

33. Most carrier customers who purchase Special Access services from Verizon take advantage of volume and/or term discounts available in Verizon’s interstate access tariffs. Under these volume and term plans, Verizon’s carrier customers typically purchase wholesale Special Access services from Verizon at discounts of 35 to 40 percent off the month-to-month tariffed rates (base rates) for these services.

34. In areas where Verizon has obtained pricing flexibility, Verizon has been able to offer, and carrier customers have been able to negotiate, even further discounts.

35. Between April and December 2003, we have filed contract tariffs offering customers additional discounts on competitive Special Access services. One of our New Connect Plans, for example, (Plan A) offered customers an additional 10 percent off our Facility Management Service (FMS), under which Verizon will manage, engineer, and design a customer’s Special Access network to reach locations throughout the same LATA. Plan A also provided discounts to customers who purchase DS-1s of up to 48 percent off the standard tariff base rates, and to customers who purchased DS-3s of up to 61 percent. Similarly, in response to extensive competition in the New York-New Jersey

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corridor, in June 2003, we filed a contract tariff offering a flat rate for new orders for DS-1 and DS-3 circuits, and eliminating the distance-sensitive mileage component.

36. In May of this year, we filed a contract tariff offering to provide discounts to customers who spend a certain amount of money with us for Special Access services. These offers are referred to as total billed revenue plans. These plans take into account the total amount customers spend on a designated set of services. This allows the customer flexibility in choosing products, without worrying about whether the specific product or service they are buying is discounted. Depending upon the types of Special Access services the customer purchases, this could mean discounts of between 40 to 50 percent off the tariffed base rates. Indeed, using these discounts and others it received under volume and term plans, one carrier customer that uses Verizon's high-capacity Special Access extensively to serve business end users has achieved a 21 percent reduction in the average prices per circuit in just the last 18 months.

37. Not surprisingly, the result of these aggressive discounts has been a drop in the prices customers pay for Special Access services. Indeed, prices for DS-1 services alone have fallen nine percent since 2001. *See* Verses/Lataille/Jordan/Reney Decl. ¶ 61 & Ex. 15. Overall, high-capacity prices have fallen by almost 12 percent in nominal terms between 2001 and 2003 and over 13 percent in real terms when inflation is taken into account. *See* Declaration of Dr. William E. Taylor Regarding Pricing ¶ 11, Table 1 (Attachment G to Verizon's Comments).

38. In sum, there is intense competition in the market for high-capacity access services today. Alternative providers are winning customers of all types and sizes, using their own facilities, facilities leased from other providers, Verizon's Special Access

services, or some combination of all of these. More importantly, they are doing this without extensively using unbundled network elements.

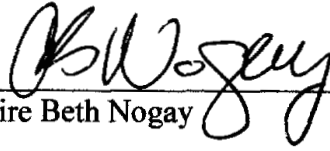
39. Finally, since it is clear that economic considerations dictate when alternative providers build facilities versus when they buy, it is apparent that any regulatory intervention that artificially lowers prices under the levels set by the competitive market will result in fewer network builds. Ultimately this means reduced competition, capital investment, and job creation. The long term results will be unsustainable price reductions and less facility-based competition, which will require constant regulatory attention, as opposed to sustainable competitive pricing reductions driven by multiple carriers building facilities to end users without the aggressive regulatory oversight that has been the model for the last 20 years.

40. This concludes my declaration.

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I hereby certify under penalty of perjury that the foregoing is true to the best of my knowledge, information, and belief.

Executed on October 4, 2004.

  
\_\_\_\_\_  
Claire Beth Nogay





**DECLARATION OF CLAIRE BETH NOGAY**

**EXHIBIT 1**



**FOR MORE INFORMATION CONTACT:**

Bob Meldrum  
Time Warner Telecom  
(303) 566-1354  
email: bob.meldrum@twtelecom.com

**Time Warner Telecom Not Impacted By UNE Ruling**

*-- FCC Must Limit Market Power of ILECs To Not Exploit Smaller Competitors  
-- Clear Regulatory Framework Needed To Ensure American Businesses  
Remain Competitive*

LITTLETON, Colo. —June 10, 2004 --Time Warner Telecom (NASDAQ: TWTC), a leading provider of managed voice and data networking solutions for businesses in 22 states, today reiterated its position that the contested FCC Triennial Review order pertaining to access to the unbundled network elements (UNEs) of incumbent local exchange carriers (ILECs) by competitors, has no impact on Time Warner Telecom. The U.S. Solicitor General decided not to pursue an appeal of that decision.

"Although this decision impacts many competitive providers, Time Warner Telecom, as a fiber facilities-based provider of services for businesses exclusively, does not rely upon UNEs as do other competitors," said Paul Jones, Time Warner Telecom's Senior Vice President, General Counsel and Regulatory Policy. "In instances where we need services from ILECs to connect our remote customers to our vast fiber network, we purchase those under special access tariffs or under agreements with the ILECs. The majority of our revenue continues to be derived from services provided to our customers exclusively through our own network facilities.

"We join in advocating regulatory certainty in place of what is now a swirl of uncertainty around the rules applicable to UNEs, but our issues continue to be directed more toward prohibition of market power abuse, and an appropriate balance between regulation of traditional telecommunications services and IP enabled services, as the FCC deals with the creation of a new regulatory framework. "

"With a stable regulatory framework, American businesses will have the necessary communications tools to compete globally and deliver the benefits of modern communications solutions to their customers," Jones said.

Time Warner Telecom is one of the successful competitive telecom carriers that is leading the deployment of innovative communications solutions to large, medium and

small businesses. Its comprehensive metro Ethernet services, integrated voice and data products, and VoIP solutions help businesses operate more efficiently in today's competitive marketplace.

**About Time Warner Telecom**

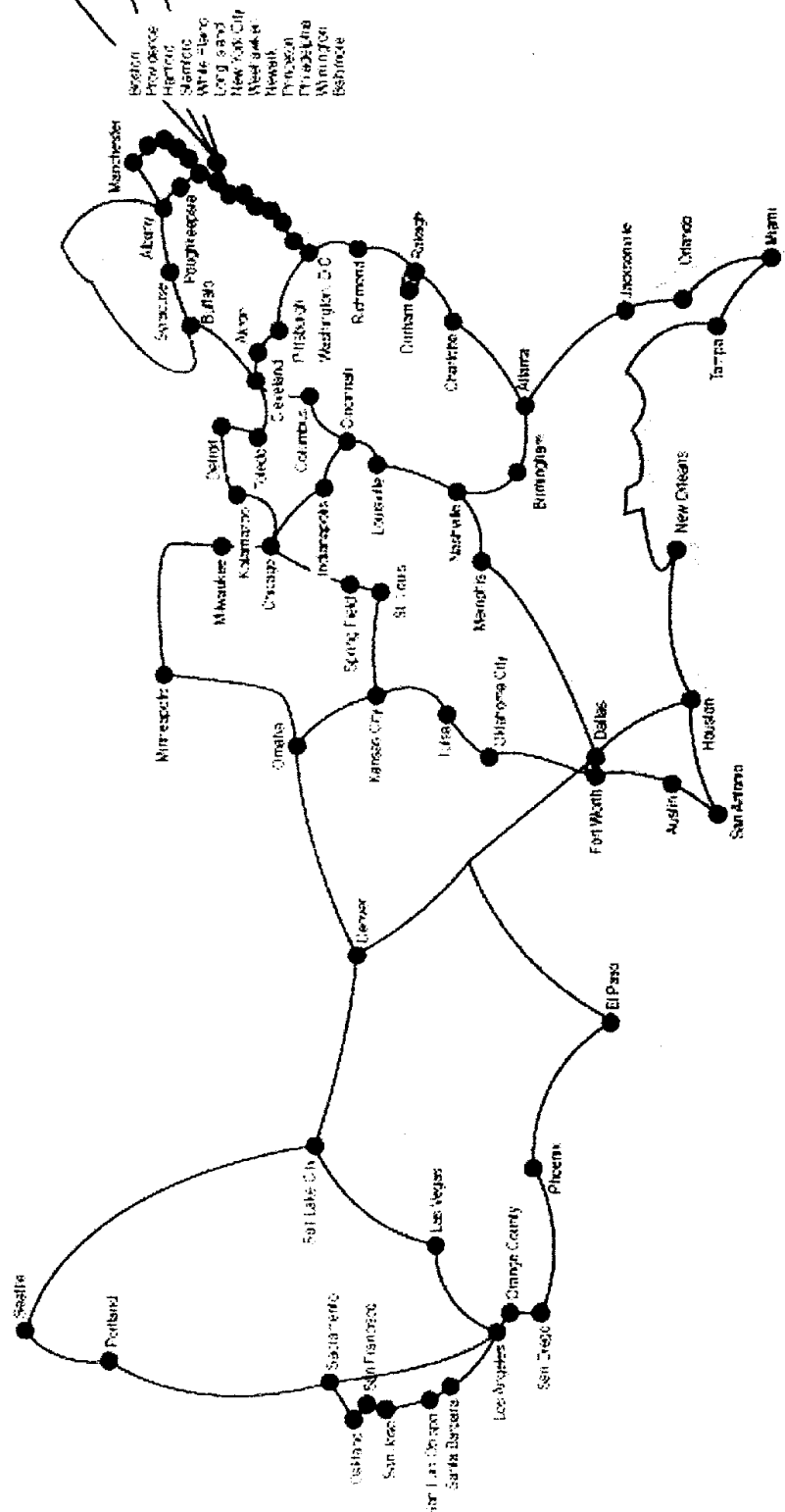
Time Warner Telecom Inc., headquartered in Littleton, Colo., is a leading provider of managed network solutions to a wide array of businesses and organizations in 44 U.S. metropolitan areas that require telecommunications intensive services. One of the country's premier competitive telecom carriers, Time Warner Telecom integrates data, dedicated Internet access, and local and long distance voice services for long distance carriers, wireless communications companies, incumbent local exchange carriers, and such enterprise organizations as healthcare, finance, higher education, manufacturing, hospitality, state and local government, and military. Please visit [www.twtelecom.com](http://www.twtelecom.com) for more information.

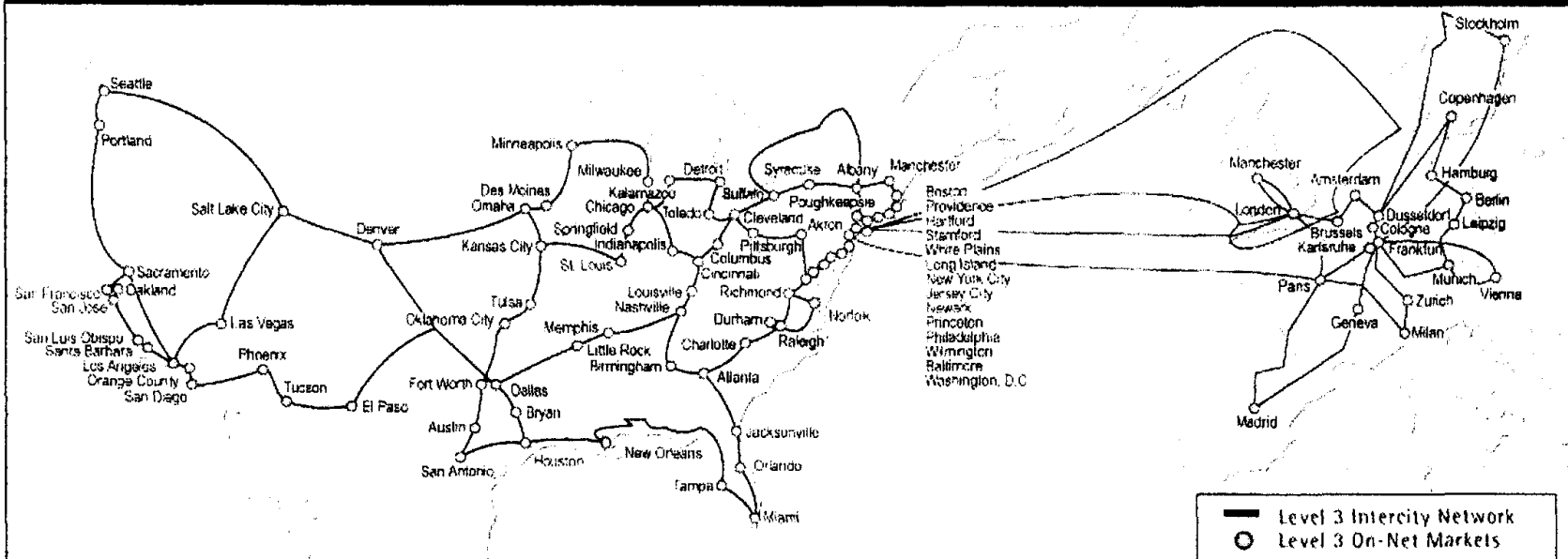


**DECLARATION OF CLAIRE BETH NOGAY**

**EXHIBIT 2**

# Level 3





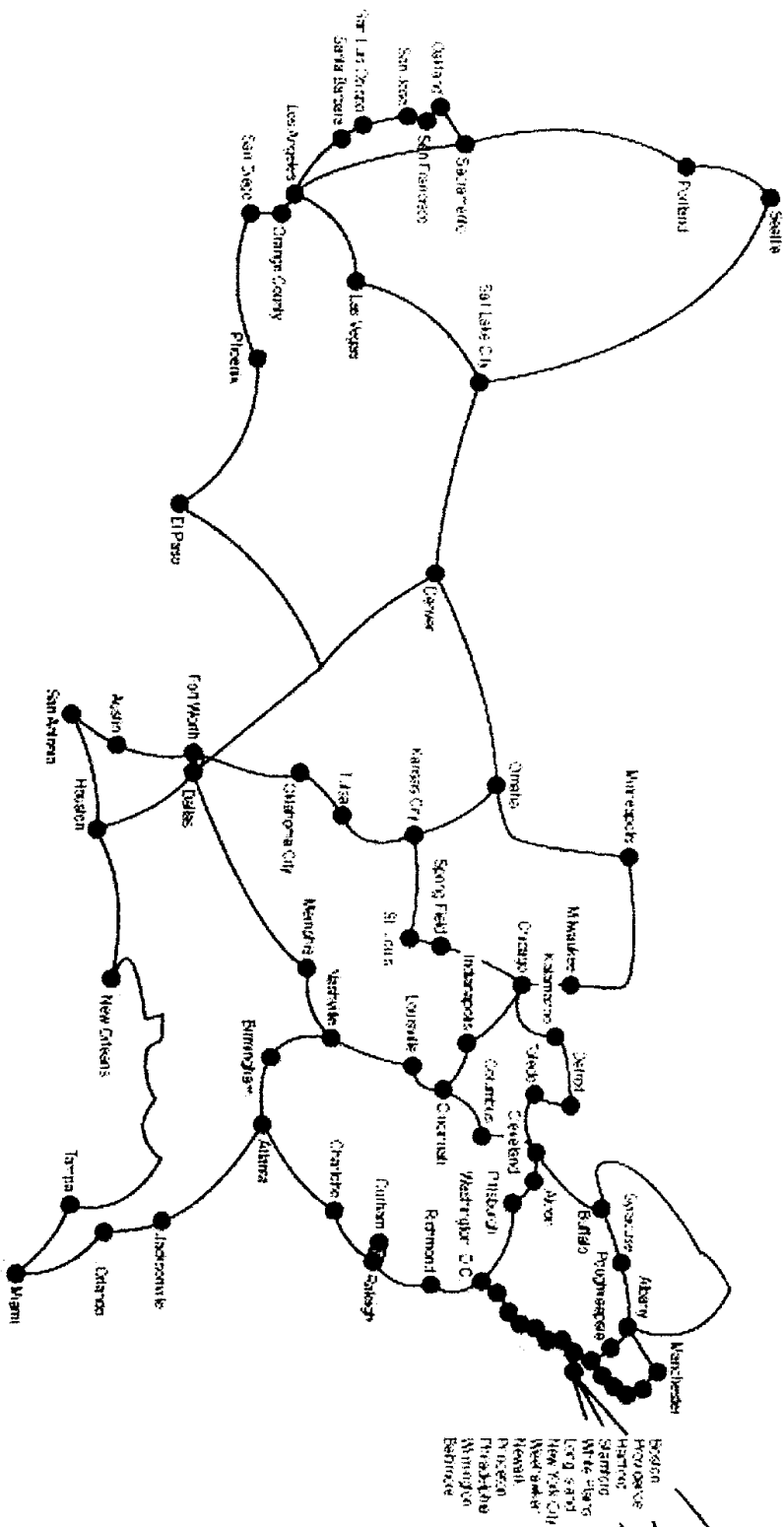
### Metro Networks

Amsterdam	Chicago	Frankfurt	Miami	Paris	San Jose
Atlanta	Cincinnati	Hamburg	Munich	Philadelphia	Seattle
Baltimore	Dallas	Houston	Newark	Phoenix	St. Louis
Berlin	Denver	Jersey City	New York City	Portland	Stamford
Boston	Detroit	London	Orange County	San Diego	Tampa
Brussels	Dusseldorf	Los Angeles	Orlando	San Francisco	Washington, D.C.

### Network Statistics

- 23,000 intercity route miles
- 2,200 metropolitan route miles
- 947,000 miles of installed metro fiber
- 320 Gbps of transatlantic capacity
- 765 international points of presence
- 97 on-net markets
- 300+ voice markets by end of 2004

# Level 3



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### Metropolitan Networks

In addition to its extensive intercity network infrastructure, Level 3 operates multi-conduit metropolitan networks in 43 cities in Europe and North America.

The metro networks connect Level 3 data centers to key traffic aggregation points in each market, including central offices, telecom hotels, customer sites, and data centers operated by other carriers. In aggregate, Level 3's metro networks comprise almost one million miles of installed optical fiber and connect 792 on-net buildings.

These metro networks offer important competitive advantages to both Level 3 and its customers. By extending the reach of the Level 3 Network deeper into each market and closer to the customer premises, they significantly lower network access costs. They also serve as a platform for Level 3's comprehensive set of metro services for intra-metro applications as well as long-haul extension applications:

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[\(3\)Link Metro Private Line](#) – Protected SONET-based solutions that offer a wide range of bandwidth options from DS-3 up to OC-48

[\(3\)Link Metro Wavelength](#) – 2.5 Gbps and 10 Gbps transport solutions that let customer control their own networks

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<a href="#">Cleveland</a>	<a href="#">Nashville</a>	<a href="#">Portland, OR</a>	<a href="#">Toronto</a>
<a href="#">Dallas</a>	<a href="#">New York</a>	<a href="#">St Louis</a>	<a href="#">Washington, D.C.</a>
<a href="#">Denver</a>	<a href="#">Newark</a>	<a href="#">Salt Lake City</a>	
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#### Europe

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	180 PEACHTREE ST NW
	230 NW PEACHTREE ST
	250 WILLIAMS ST NW
	3130 PEACHTREE RD NW
	3225 CUMBERLAND BLVD
	345 COURTLAND ST NE
	470 E PACES FERRY RD
	51 PEACHTREE CENTER AVE NE
	55 MARIETTA ST NW
	55 PARK PL NE
	56 MARIETTA ST NW
	5600 GLENRIDGE DR NE
	65 10TH ST NW
	70 COURTLAND ST NE
	600 18TH ST N
	811 INDUSTRIAL AVE
	105 CREEK RIDGE RD
	301 N MAIN ST
	3060 NORTHWOODS CIR
	4000 HIGHLANDS PKWY SE

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	601 E PRATT ST
	9000 MENDENHALL CT
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	800 BOYLSTON ST
	180 COURT ST
	1 MAIN ST
	10 MOULTON ST
	10 WARE ST
	173 BENT ST
	210 BENT ST
	250 BENT ST
	300 BENT ST
	89 FULKERSON ST
	141 UNION AVE
	2 HAMPSHIRE ST
	1 SUNDIAL AVE
	128 1ST AVE
	235 PROMENADE ST
	71 MOUNT HOPE AVE
	70 INNERBELT RD
	155 NORTHBORO RD
	109 S WARREN ST
	15 CHESTNUT ST

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CHICAGO, ILLINOIS	7 W GREEN ST
	10 S CANAL ST
	101 N WACKER DR
	111 N CANAL ST
	130 E RANDOLPH ST
	140 S DEARBORN ST
	141 W JACKSON BLVD
	151 N MICHIGAN AVE
	180 N STETSON AVE
	200 N LA SALLE DR
	311 W WASHINGTON BLVD
	350 E CERMAK RD
	427 S LA SALLE ST
	509 N DEARBORN ST
	520 S FEDERAL ST
	600 S FEDERAL ST
	600 W CHICAGO AVE
	6001 N NORTHWEST HWY
	601 W POLK ST
	710 N LAKE SHORE DR
	717 S WELLS ST
	85 W CONGRESS PKWY
	8735 W HIGGINS RD
	900 N KINGSBURY ST
	1536 PRAIRIE AVE
	200 E HOWARD AVE
	4924 FOREST AVE
	10 SCOTT ST
	209 GRAHAM ST SW
	120 S LINCOLN ST
	20 S ASHLAND AVE
	411 E WISCONSIN AVE
	511 11TH AVE S
	900 E BUSINESS CENTER DR
	2305 SANDERS RD
	800 JORIE BLVD
	17W705 BUTTERFIELD RD
	700 MALL DR
	840 E STATE PKWY
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CINCINNATI, OHIO	1200 W 8TH ST
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	2400 LACY LN
	1201 ELM ST
	1201 MAIN ST
	1300 W MOCKINGBIRD LN
	13303 DENTON DR
	1333 N STEMMONS FWY
	13733 NEUTRON RD
	1445 ROSS AVE
	1807 ROSS AVE
	1950 N STEMMONS FWY
	200 CRESCENT CT
	200 W 9TH ST
	2020 LIVE OAK ST
	2170 LONE STAR DR
	2223 N HOUSTON ST
	2323 BRYAN ST
	2400 ROSS AVE
	308 S AKARD ST
	3180 IRVING BLVD
	3500 MAPLE AVE
	400 S AKARD ST
	4100 BRYAN ST
	4101 BRYAN ST
	4211 BRYAN ST
	4311 LIVE OAK ST
	4316 BRYAN ST
	5820 ALPHA RD
	600 N PEARL ST
	760 W MOCKINGBIRD LN
	8643 HILLCREST AVE
	901 MAIN ST
	310 HIMES DR
	1440 CORPORATE DR
	210 S MAIN ST
	2150 WESTRIDGE DR
	3838 TELEPORT BLVD
	625 E ROYAL LN
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	6300 LEGACY D
	200 E TYLER ST
	900 N DOROTHY DR
	500 W DOVE RD



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DENVER, COLORADO	1025 ELDORADO BLVD
	500 ELDORADO BLVD
	9800 E EASTER AVE
	530 ECHOSTAR DR
	12320 ORACLE BLVD
	1056 E 19TH AVE
	1099 18TH ST
	1500 CHAMPA ST
	1600 BROADWAY
	1625 BROADWAY
	1670 BROADWAY
	1850 PEARL ST
	2485 CURTIS ST
	3443 BLAKE ST
	370 17TH ST
	4120 E EVANS AVE
	4300 BRIGHTON BLVD
	4301 E COLFAX AVE
	4643 S ULSTER ST
	633 17TH ST
	707 17TH ST
	717 17TH ST
	725 S PENNSYLVANIA ST
	910 15TH ST
	931 14TH ST
	950 17TH ST
	313 INVERNESS WAY S
	375 INVERNESS DR S
	391 INVERNESS DR S
	393 INVERNESS DR S
	6490 S QUEBEC ST
	7346 S YOSEMITE ST
	9706 E EASTER AVE
	7100 E BELLEVIEW AVE

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	105 E BETHUNE ST
	1249 WASHINGTON BLVD
	1320 3RD ST
	1365 CASS AVE
	17151 LAHSER RD
	2000 PORTER ST
	52 SELDEN ST
	5664 COMMERCIAL ST
	5925 WOODWARD AVE
	645 GRISWOLD ST
	1000 TOWN CTR
	19675 W 10 MILE RD
	200 GALLERIA OFFICENTRE
	21420 MELROSE ST
	21455 MELROSE ST
	21555 MELROSE ST
	24660 LAHSER RD
	25189 LAHSER RD
	26911 NORTHWESTERN HWY
	26913 NORTHWESTERN HWY
	26933 NORTHWESTERN HWY
	26935 NORTHWESTERN HWY
	26955 NORTHWESTERN HWY
	26957 NORTHWESTERN HWY
	27301 W 11 MILE RD
	1145 ROCHESTER RD
	1670 AXTEL
	34656 MICHIGAN AVE

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	1200 CLAY ST
	12001 NORTH FWY
	12025 I 45
	12105 INTERSTATE 45 N
	12167 INTERSTATE 45 N
	1301 FANNIN ST
	1308 RICHMOND AVE
	2310 W LANE DR
	2401 PORTSMOUTH ST
	2538 FONDREN RD
	300 RICHEY RD
	390 BENMAR DR
	3960 BRAXTON DR
	4201 SOUTHWEST FWY
	520 POST OAK BLVD
	777 WALKER ST
	806 MAIN ST
	939 GREENS RD
	200 E CAPITOL ST

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Los Angeles, CA  
Newark, NJ  
New York, NY  
Washington, D.C.



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KANSAS CITY, KANSAS	675 CAMPBELL RD
	1100 WALNUT ST
	1101 MCGEE ST
	7400 JOHNSON DR

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